NOVUS SYSTEMS TECHNOLOGY LIMITED FINANCIAL STATEMENTS 31ST DECEMBER 1995

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DIRECTORS AND OFFICERS

M J Dillon

L M Hayden J K Wilkie

D J Lewendon

N J Morrell

SECRETARY

J K Wilkie

REGISTERED OFFICE

Southfield House **Broadford Park** Shalford Guildford Surrey GU4 8EN

AUDITORS

Baker Tilly **Chartered Accountants** The Clock House 140 London Road Guildford Surrey GU1 1UW

DIRECTORS' REPORT

The directors submit their report and the financial statements of Novus Systems Technology Limited for the year ended 31st December 1995.

PRINCIPAL ACTIVITIES

The principal activity of the group during the year was computer designers, consultants, agents and suppliers of computer related products.

REVIEW OF THE BUSINESS

The group has been unable to sustain the level of sales achieved in 1994. The year-end financial position remains satisfactory, and the management has recruited a sales team during the year and expects that present levels of activity will be increased.

HOLDING COMPANY

Novus Systems Technology Limited is a wholly owned subsidiary of IPC-Iris Investments B.V., a company incorporated in Holland.

FUTURE DEVELOPMENTS

The directors continue to seek additional project work and actively exploit niche markets, and by controlling overheads expect to maintain and expand current levels of operations within the group.

RESULTS AND DIVIDENDS

The group's trading profit for the year after taxation was £203,500 (1994-£726,220) of which £266,057 (1994-£385,634) arose in the parent company.

The directors have recommended that no dividend be paid this year.

DIRECTORS

The following directors have held office during the year:-

M J Dillon

L M Hayden

J K Wilkie

D J Lewendon

N J Morrell

Mr Morrell retires by rotation and, being eligible, offers himself for re-election.

DIRECTORS' REPORT

DIRECTORS' INTEREST IN SHARES AND DEBENTURES

The directors had no interest in the shares of the company, including family interests, as at 31 December 1995 (1994 Nil).

FIXED ASSETS

The changes in fixed assets during the year are explained in note 9 to the financial statements.

RESEARCH AND DEVELOPMENT

The group has continued to invest funds in product development. During the year, a substantial investment was made in the development of a secure access product, and these costs will be amortised in line with future licence fee revenues. All other development costs have been written off as incurred.

AUDITORS

A resolution to reappoint Baker Tilly, Chartered Accountants, as auditors will be put to the members at the annual general meeting.

By order of the Board

Secretary

15 April 1996

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS for the year ended 31st December 1995

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- d prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the requirements of the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS' REPORT TO THE MEMBERS OF NOVUS SYSTEMS TECHNOLOGY LIMITED

We have audited the financial statements on pages 6 to 18.

Respective responsibilities of directors and auditors

As described on page 4 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31st December 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

In our opinion the company is entitled for the year ended 31 December 1995 to the exemption conferred by Section 248 of the Companies Act 1995 from the requirement to prepare group accounts.

Baker Tilly

Registered Auditor
Chartered Accountants

The Clock House 140 London Road

Guildford

Surrey GU1 1UW

15 April 1996

PROFIT AND LOSS ACCOUNT for the year ended 31st December 1995

FOR THE YEAR/PERIOD

for the year ended 3 ist becember 1333			14 months ended
	Notes	1995	31st December 1994
TURNOVER	1	2,815,435	3,407,011
Cost of Sales		1,234,299	1,601,074
Gross Profit		1,581,136	1,805,937
Other Operating Expenses (net)	. 2	1,234,585	1,242,125
OPERATING PROFIT		346,551	563,812
Investment Income	3	55,816	35,864
		402,367	599,676
Interest Payable	4	3,526	5,369
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	398,841	594,307
Taxation	7	132,784	208,673
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION AND RETAINED	14	£ 266,057	£ 385,634

The result for the year arises from the company's continuing operations.

No separate statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss account.

BALANCE SHEET 31st December 1995

31st December 1995	Notes	1995	1994
	Motes	1000	100 /
FIXED ASSETS			
Intangible assets	8a	179,392	133,879
Tangible assets	8b	216,633	144,186
Investments	8c	97,090	97,090
		493,115	375,155
CURRENT ASSETS			
Debtors	9	1,2 68,442	1,663,415
Cash at Bank and In Hand		724,707	261,213
		1,993,149	1,924,628
CREDITORS			
Amounts falling due within one year	10	740,025	806,816
NET CURRENT ASSETS		1,253,124	1,117,812
TOTAL ASSETS LESS CURRENT LIABILITIES		1,746,239	1,492,967
CREDITORS	11	4,816	17,601
Amounts falling due after more than one year			
PROVISIONS FOR LIABILITIES AND	12	•	-
CHARGES			
NET ASSETS		£ 1,741,423	£ 1,475,366
			,
CAPITAL AND RESERVES	_		450.000
Called up Share Capital	13	150,000	150,000
Profit and Loss Account	14	1,591,423	1,325,366
SHAREHOLDERS' FUNDS	19	£ 1,741,423	£ 1,475,366

Approved by the Board on 15 April 1996.

loui Hay-

Directors

CASH FLOW STATEMENT

for the year ended 31st December 1995

tor the year ended o ist becomber 1000			14 months ended
	Notes	1995	31st December 1994
NET CASH INFLOW FROM OPERATING ACTIVITIES	1	398,978	500,684
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Interest paid Interest element of finance lease rental payments		55,816 (1,096) (2,430)	35,864 (1,880) (3,489)
Net cash inflow from returns on investments and servicing of finance		52,290	30,495
TAXATION Corporation tax paid		(196,077)	(65,786)
INVESTING ACTIVITIES Purchase of tangible fixed assets Development expenditure capitalised Sale of tangible fixed assets Loan repayment by group undertaking Loan to group undertaking		(166,374) (109,689) 4,420 500,000	(84,994) (155,472) 27,150 - (500,000)
Net cash inflow/(outflow) from investing activities		228,357	(713,316)
Net cash inflow/(outflow) before financing		483,548	(247,923)
FINANCING Capital element of finance lease rental payments		(20,054)	(25,687)
Net cash outflow from financing		(20,054)	(25,687)
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	2	£ 463,494	£ (273,610)

tor the year one	ed 0 1st December 1000	<u></u>		14	months ended
			1995	31st D	ecember 1994
	ONCILIATION OF OPERATING PROFIT TO NET				
CASI	INFLOW FROM OPERATING ACTIVITIES				
Opera	ating profit		346,551		563,812
	eciation of tangible fixed assets		104,126		97,731
	tisation of intangible fixed assets		64,176		21,593
	on sale of tangible fixed assets		(2,059)		(18,957)
	ase)/decrease in debtors		(105,027)		49,333
Decre	ease in creditors		(8,789)		(212,828)
		£	398,978	£	500,684
2 ANAI	YSIS OF CHANGES IN CASH AND CASH				
	VALENTS DURING THE YEAR				
At 1 .	January		261,213		534,823
	ash inflow/(outflow)		463,494		(273,610)
	December	£	724,707	£	261,213
3 ANA	LYSIS OF THE BALANCES OF CASH AND CASH				
EQU	IVALENTS AS SHOWN IN THE BALANCE SHEET				
					Change
			1995	1994	in year
Cash	at bank and in hand		724,707	261,213	463,494
		£	724,707	261,213	463,494
4 ANA YEA	LYSIS OF CHANGES IN FINANCING DURING THE				
TEA	· ·	1995		1994	
		Share	Finance	Share	Finance
		capital	lease	capital	lease
		·	obligations		obligations
At 1	January	150,000	34,515	150,000	9,461
	outflows from financing	-	(20,054)	-	(25,687)
Ince	otion of finance lease contracts		12,560	-	50,741
At 3	December	150,000	27,021	150,000	34,515

Financial Statements for the year ended 31st December 1995

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards.

The accounts present information about the company as an individual undertaking, and not about its group, as the company has taken advantage of the exemption provided by section 248 of the Companies Act 1985 not to prepare group accounts.

FIXED ASSETS

Fixed assets are stated at historical cost.

INTANGIBLE ASSETS

Software development expenditure is amortised in line with sales from the related product.

TANGIBLE ASSETS

Depreciation is provided on all tangible fixed assets at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:-

Motor vehicles Computer equipment Fixtures and Fittings at 25%-33% per annum at 25%-50% per annum at 15%-30% per annum

FIXED ASSET INVESTMENTS

Investments are stated at cost less provision for permanent diminution in value.

LONG TERM WORK IN PROGRESS

Long-term contracts are assessed on a contract by contract basis and reflected in the profit and loss account by recording turnover and related costs as contract activity progresses. Turnover is ascertained in a manner appropriate to the state of completion of the contract, based on costs incurred to date and estimated costs to completion.

Where the outcome of a long-term contract can be assessed with reasonable certainty the attributable profit is recognised in the profit and loss account as the difference between the reported turnover and related costs for that contract.

DEFERRED TAXATION

Provision is made for taxation deferred or accelerated by the effect of timing differences, to the extent that it is probable that a liability will crystallise, at the rate expected to be ruling at that date.

Financial Statements for the year ended 31st December 1995

ACCOUNTING POLICIES

LEASED ASSETS AND OBLIGATIONS

Where assets are financed by leasing agreements that give rights approximating to ownership ("finance leases"), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as obligations to the lessor.

Lease payments are treated as consisting of capital and interest elements, and the interest is charged to the profit and loss account in proportion to the remaining balance outstanding.

All other leases are "operating leases" and the annual rentals are charged to profit and loss on a straight line basis over the lease term.

GOVERMENT GRANTS

Government grants on Capital expenditure are credited to a deferral account and are realised to revenue by equal annual amounts over the expected useful life of the asset to which they relate. Grants of a revenue nature are credited to Income in the period to which they relate.

RESEARCH AND DEVELOPMENT

Development expenditure is carried forward when its future recoverability can be foreseen with reasonable assurance and is amortised in line with sales from the related product. All other development costs are written off as incurred.

FOREIGN CURRENCIES

Assets and liabilities denominated in foreign currencies are converted at the rates of exchange ruling at the balance sheet date.

Transactions during the year are recorded at the exchange rates ruling at the dates of the transactions.

All differences are taken to the profit and loss account.

TURNOVER

Turnover represents the invoiced value, net of Value Added Tax, of goods sold and services provided to customers and the value of long-term contract work done.

	real effices 515t December 1999		14 months ended
		1995	31st December 1994
1	TURNOVER AND PROFIT ON ORDINARY		
	ACTIVITIES BEFORE TAXATION		
	The company's turnover and profit before		
	taxation were all derived from its principal		
	activity after deduction of trade discounts		
	and value added tax. Sales were made in		
	the following geographical markets:		
	United Kingdom	1,312,784	1,233,683
	North and South America	455,338	218,263
	Europe, Middle East and Africa	884,875	1,881,320
	Australia and Far East	162,438	73,745
	,	£ 2,815,435	£ 3,407,011
2	OTHER OPERATING EXPENSES		
	Pitalitatian and monifolium	316,732	149,606
	Distribution and marketing	917,853	1,092,519
	Administration expenses	£ 1,234,585	£ 1,242,125
3	INVESTMENT INCOMÉ		
	Other interest was should	EE 046	35,864
	Other interest receivable	55,816 £ 55.816	£ 35,864
		20,010	2 30,004
4	INTEREST PAYABLE		
	On bank loans, overdrafts and other loans wholly repayable within five years.		
	Bank interest	163	26
	Finance leases/HP contracts	2,430	3,489
	Other interest	933	1,854
		£ 3,526	£ 5,369

		4005	14 months ended
_	BROSET ON ORDINARY ACTIVITIES	1995	31st December 1994
5	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
	BEFORE TAXATION		
	Profit on ordinary activities before taxation		
	is stated after charging/(crediting):		
	Government grants receivable	_	(36,286)
	Depreciation and amounts written off		
	tangible fixed assets:		
	Charge for the year:		
	owned assets	88,301	78,248
	leased assets	15,825	19,483
	Profit on disposals	(2,059)	(18,957
	Exchange losses/(gains)	(19,557)	(827
	Operating lease rentals:	•	
	Plant and machinery	62,496	60,356
	Buildings	114,495	108,970
	Auditors' remuneration	16,200	18,000
	/ Mario, o Torrida Mario		
6	EMPLOYEES		
	The average weekly number of persons		
	(including directors) employed by the		
	company during the period was :		
	Office management	18	15
	Professional	42	3.
	Totostonal	60	55
	Staff costs for the above persons:		
	Wages and salaries	1,584,517	1,525,646
	Social security costs	155,869	156,764
	Other pension costs	45,000	51,769
		£ 1,785,386	£ 1,734,179
	DIRECTORS' REMUNERATION		
	Other emoluments (including pension		
	contributions and benefits in kind)	£ 269,974	£ 309,029
	The directors' fees and other emoluments		
	disclosed above (excluding pension		
	contributions) in the following ranges was:		
	The Chairman	£59,465_	£ 72,03
		0 50440	6 69.40
	The Managing Director	£ 59,143	£ 68,104
	The number of other directors who	No.	N
	recieved emoluments (excluding pension		
	contributions) in the following ranges was:		
		4	
		1	
		•	-
		1	-
		- <u>-</u>	
		1	-
	£65,001-£70,000		
	£0 -£20,000 £35,001-£40,000 £45,001-£50,000 £50,001-£55,000 £55,001-£60,000 £65,001-£70,000	1 1 - 1	

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31st December 1995

				1995		months ended ecember 1994
7	TAXATION					
	Based on the profit of the year:			445 000		040.007
	UK Corporation tax at 33%(1994-33%)			145,000		212,387
	Over provided in earlier years		£	(12,216) 132,784	£	(3,714) 208,673
8a.	INTANGIBLE FIXED ASSETS					
		Software				
		development				
	Cost:					
	1st January 1995	155,472				
	Additions	109,689				
	Disposals					
	31st December 1995	265,161				
	Amounts written off:					
	1st January 1995	21,593				
	Charged in the year	64,176				
	Disposals					
	31st December 1995	85,769				
	Net Book Value:					
	31st December 1995	179,392				
	31st December 1994	133,879				
8b.	TANGIBLE FIXED ASSETS					
		Computer	Motor	Fixtures &		T0T41
		equipment	Vehicles	Fittings		TOTAL
	Cost:			4.5.000		000 407
	1st January 1995	398,805	82,294	145,028		626,127
	Additions	140,734	22,160	16,040		178,934
	Disposals	(3,243)	(11,521)	464.069		(14,764) 790,297
	31st December 1995	536,296	92,933	161,068		190,291
	Depreciation:	240.000	40.000	447.570		481,941
	1st January 1995	318,009	46,353	117,579		104,126
	Charged in the year	70,323	18,993	14,810		
	Disposals	(882)	(11,521)	132,389		(12,403) 573,664
	31st December 1995	387,450	53,825	132,309		573,004
	Net Book Value:					
	31st December 1995	148,846	39,108	28,679	£	216,633
	31st December 1994	80,796	35,941	27,449	£	144,186

The net book value of Motor Vehicles includes £32,676 (1994:£35,941) relating to assets acquired under finance leases and hire purchase contracts.

During the year the company entered into finance lease arrangements in respect of assets with a total capital value at the inception of the leases of £12,560.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31st December 1995

Bc.	UNLISTED INVESTMENTS	
	HISTORICAL COST VALUATION	Subsidiaries
	COST	
	1st January 1995	97,090
	Additions	-
	Disposals	-
	NET BOOK VALUE	
	At 31st December 1995	£ 97,090
	At 31st December 1994	£ 97,090

The company held more than 10% of the allotted share capital and no loan capital of the following companies.

Name	Country of	Class of	Proportion		Capital and	Results for
of Company	Incorporation	Share held	held	Nature of Business	Reserves	the year
	†		1		31 December	
					1995	
Reservation Network Systems Ltd	England	Ordinary	100.0%	Dormant	£85	-
Novus Networks Ltd	England	Ordinary	100.0%	Data network controllers and software development	£559,031	£(62,557)
Warpcrest Ltd	England	Ordinary	100.0%	Dormant	£2	-
Marben Ltd	England	Ordinary	100.0%	Dormant	£2	•
Novus Consulting Ltd	England	Ordinary	100.0%	Dormant	£(55,026)	-

In the opinion of the Directors the aggregate value of the company's investments in its subsidiary undertakings is not less than the amount included in the balance sheet.

VALUATION UNDER EQUITY METHOD OF ACCOUNTING

	1995	1994
Share of net assets of subsidiary undertakings Premium/(discount) on acquisition	559,120 62,510 £ 621,630	621,677 62,510 £ 684,187
Represented by:		
Cost of investment in subsidiary undertakings Share of profits	97,090 524,540 £ 621,630	97,090 587,097 £ 684,187

		·	
		1995	1994
9	DEBTORS		
	Due within one year:		
	Trade debtors	747,373	787,751
	Amounts due from group undertakings	277,312	202,330
	Loan to group undertaking	•	500,000
	Amounts recoverable under contracts	155,000	85,000
	Other debtors	•	545
	Prepayments and accrued income	88,757	87,789_
		£ 1,268,442	£ 1,663,415
	Amounts recoverable under contracts relate to long-term contracts account		
	accordance with Statement of Standard Accounting Practice No.9 (Long-te	erm	
	work-in-progress) as follows:-		
	Cumulative turnover	376,000	813,000
	Total payments made on account	221,000	728,000
	, ()	£ 155,000	£ 85,000
			•
10	CREDITORS		
	Amounts falling due within one year:		
	Payments on account	-	70,000
	Obligations under finance leases	22,205	16,914
	Trade creditors	163,252	145,471
	Amounts owed to group undertakings	1,085	64,841
	Corporation Tax	141,237	212,387
	Other taxation and social security	66,127	72,753
	Other creditors	31,478	24,706
	Accruals and deferred income	314,641	199,744
		£ 740,025	£ 806,816
	Payments on account relate to long-term contracts accounted for in accord	dance with	
	Statement of Standard Accounting Practice No.9 (Long-term work-in-progr		
	Total payments made on account	-	476,000
	Cumulative turnover	•	406,000
		£ -	£ 70,000
			
44	CREDITORS		
11			
	Amounts falling due after more than one year:	£ 4,816	£ 17,601
	Obligations under finance leases	1,010	17,001
	Repayable by instalments:		•
	Obligations under finance leases:		
	between 2 and 5 years	£ 4,816	£ 17,601

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31st December 1995

12 PROVISIONS FOR LIABILITIES AND CHARGES

	Deferred taxation provided in the financial statements and the ur	provided potential			
	asset are as follows:-	Amount pro	ovided	Unprovided a	sset
		1995	1994	1994	1994
	Excess of tax allowances over	•	-	(23,000)	(20,800)
	depreciation				
	Other timing differences	_	-	(2,500)	(2,500)
		-	<u>-</u>	(25,500)	(23,300)
13	SHARE CAPITAL				4004
			1995		1994
	Authorised:	_	4 000 000	e	1,000,000
	4,000,000 ordinary shares of 25p each	£	1,000,000	£	1,000,000
	Allotted, issued and fully paid:		450.000	c	150,000
	600,000 ordinary shares of 25p each	£	150,000	r	130,000
14	RESERVES				
	Profit and Loss Account				
	1st January 1995		1,325,366		939,732
	Addition for the year/period		266,057	<u>. —</u>	385,634 1,325,366
	31st December 1995	£	1,591,423	£	1,325,300
15	PENSION COMMITMENTS				
	During the year the Company paid contributions into certain dir- plans. These are charged to the profit and loss account as disc	ectors' personal pensional pensions of the contract of the con	on her pension costs".		
16	CAPITAL COMMITMENTS				
	Capital expenditure contracted for but not				
	provided in the financial statements	£	<u>-</u>	£	
	Capital expenditure authorised by the	_		•	
	directors but not contracted	£	<u>-</u>	±	•
	Commitments under finance leases				
	entered into but not yet provided in the	•		£	_
	financial statements	£	-		

		•	
17	COMMITMENTS UNDER OPERATING LEASES	1995	1994
	At 31st December 1995 the company had		
	annual commitments under		
	non-cancellable operating leases as		
	follows:		
	Buildings		
	expiring between 2 and 5 years	39,000	39,000
	expiring after 5 years	75, <u>495</u> _	<u>75,495</u>
		£ 114,495	£ 114,495
	Plant and Machinery:		
	expiring within one year	9,765	10,504
	expiring between 2 and 5 years	99,128	66,417
	expiring after 5 years	•	
		£ 108,893	£ 76,921
18	PARENT COMPANY		
	The company's ultimate parent company is SITA Telecommunications Holdings N.V. registered in The Netherlands.		
	Copies of the parent's consolidated financial statements may be obtain Heathrowstraat 10, 1043 CH Amsterdam Teleport, The Netherlands.	ned from	
19	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS		
	Profit for the financial year/period	266,057	385,634
	Dividends		<u> </u>
		266,057	385,634
	Opening shareholders' funds	1,475,366	1,089,732
	Closing shareholders' funds	£ 1,741,423	£1,475,366_